

Exhibit D

AFFIDAVIT

SOL MLOT, being duly sworn, deposes and says under the penalty of perjury:

1. I am the owner of certain shares of stock of CMG Holdings, Inc. ("CMGO"). I have personal knowledge of the facts set forth herein. I submit this affidavit in order to clarify my prior sworn statements.

2. On September 24, 2015, I swore to an affidavit that annexed two exhibits (the "2015 Affidavit"). The first exhibit consisted of a hand-written agreement between me and Glenn Laken ("Laken"), pursuant to which he would trade stocks under my name. The second exhibit was a typed account of my dealings with Laken prepared by my son Barry Mlot at my direction. The 2015 Affidavit declared that the information in the second exhibit was true and accurate.

3. I signed the 2015 Affidavit after my son Stuart Mlot read it to me. We discussed its contents and I agreed with the truth of the statement contained therein. After reviewing it, my son and I went to a Notary Public, at which time I signed the 2015 Affidavit. I again affirm that the statements contained in the 2015 Affidavit are truthful and accurate.

4. On or about October 7, 2016, I signed a declaration (the "2016 Declaration"). Laken presented the 2016 Declaration to me, stating that the document provided that I would not sue Laken for the \$250,000 losses I incurred during my "partnership" with him to trade stocks. I also believed that, if I did not sign the 2016 Declaration, Anita Laken – my girlfriend of many

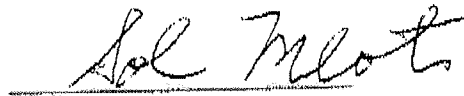
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years and Laken's mother -- would end our relationship.

5. The statements made in the 2016 Declaration are not true. The true account of these facts is provided in Exhibit 2 to my 2015 Affidavit, and which was recorded in an interview that I gave to federal law enforcement agents in 2015.

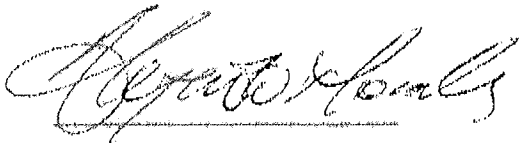
6. I regret any confusion my execution of the 2016 Declaration has caused. As explained above, I only signed the document due to Laken's false statements concerning its contents and the duress I was placed under at the time.



SOL MLOT

Sworn to before me this

2nd day of March, 2017



Notary Public

